

RESOLUTION NO. 98-6

**RESOLUTION OF CITY OF SOMERSET, TX APPROVING THE TRANSFER
OF THE CABLE TELEVISION FRANCHISE**

WHEREAS, TCI Cablevision of Texas, Inc. ("Franchisee"), owns, operates and maintains a cable television system ("System") in the City of Somerset, TX (the "Franchise Authority"), pursuant to Franchise Agreement dated 8/26/97 (the "Franchise"), and the Franchisee is the duly authorized holder of the Franchise;

WHEREAS, certain affiliates of Time Warner Inc. and TCI Communications, Inc. are parties to an Asset Exchange Agreement dated as of November 25, 1998 (the "Agreement"), which provides for the transfer (the "Transfer") of the System and the Franchise to KBL Portland Cablesystems, L.P. ("Transferee") at the closing contemplated by the Agreement (the "Closing"); and

WHEREAS, Franchisee and Transferee have requested consent by the Franchise Authority to the Transfer; and

WHEREAS, the Transferee has requested advance consent by the Franchise Authority to a possible post-Closing transfer of the System and the Franchise to another controlled affiliate of Time Warner, Inc. (the "TWI Transfer"); and

WHEREAS, the Transfer and the TWI Transfer are each deemed to be in the best interest of the residents of the City of Somerset, TX.

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

SECTION 1. The Franchise Authority hereby consents to the Transfer.

SECTION 2. The Franchise Authority confirms (a) the Franchise was properly granted to Franchisee, (b) the Franchise is currently in full force and effect and will expire on 9/10/12, subject to options in the Franchise, if any, to extend such term, (c) the Franchise supersedes all other agreements between Franchisee and the Franchise Authority and represents the entire understandings of the parties, and (d) Franchisee is in compliance with the provisions of the Franchise and there exists no fact or circumstance known to the Franchise Authority which constitutes or which, with the passage of time or the giving of notice or both, would constitute a default or breach under the Franchise or would allow the Franchise Authority to cancel or terminate the rights thereunder except upon the expiration of the full term of the Franchise.

SECTION 3. This resolution shall be deemed effective upon the date of Closing of the Agreement (the "Closing Date").

SECTION 4. The Franchise Authority releases Franchisee, effective upon the Closing Date, from all obligations and liabilities of the Franchise that arise and accrue

after the Closing Date; provided that the Transferee shall be responsible for any obligations and liabilities under the Franchise that arise and accrue after the Closing Date.

SECTION 5. This Resolution shall have the force of a continuing agreement with Franchisee and Transferee. The Franchise Authority shall not amend or otherwise alter this Resolution without the consent of Franchisee and the Transferee.

PASSED, ADOPTED AND APPROVED this 14th day of January, 1999.

CITY OF SOMERSET, TX

By: Paul G. Cuellar
Name: PAUL G. CUELLAR
Title: MAYOR

ATTEST

By: Shelley Bendele
Name: SHELLEY BENDELE
Title: CITY SECRETARY
Date: JANUARY